

UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF NEW YORK

In re: _____

Chapter 11 Case No.

Lehman Brothers Holdings Inc., et al.,

08-13555

Debtors. _____

DECEMBER 2018 POST-EFFECTIVE OPERATING REPORT

DECEMBER 1, 2018 –DECEMBER 31, 2018
SCHEDULE OF CASH RECEIPTS AND DISBURSEMENTS

DEBTORS' ADDRESS: LEHMAN BROTHERS HOLDINGS INC.
c/o KRISTINE DICKSON
CHIEF FINANCIAL OFFICER
277 PARK AVENUE
46th FLOOR
NEW YORK, NY 10172

DEBTORS' ATTORNEYS: WEIL, GOTSHAL & MANGES LLP
c/o JACQUELINE MARCUS, GARRETT A. FAIL
767 FIFTH AVENUE
NEW YORK, NY 10153

REPORT PREPARER: LEHMAN BROTHERS HOLDINGS INC., AS PLAN ADMINISTRATOR

Date: **January 30, 2019**

SCHEDULE OF DEBTORS

The twenty three entities listed below (the “Debtors”) filed for bankruptcy in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) on the dates indicated below. On December 6, 2011, the Bankruptcy Court confirmed the Modified Third Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors (the “Plan”). On March 6, 2012, the “Effective Date” (as defined in the Plan) occurred. As of the date hereof, the following Debtors’ chapter 11 cases remain open:

	Case No.	Date Filed ("Commencement Date")
Lehman Brothers Holdings Inc. (“LBHI”)	08-13555	9/15/2008
Lehman Brothers Commodity Services Inc. (“LBCS”)	08-13885	10/3/2008
Lehman Brothers Special Financing Inc. (“LBSF”)	08-13888	10/3/2008
Lehman Brothers OTC Derivatives Inc. (“LOTC”).....	08-13893	10/3/2008
Lehman Commercial Paper Inc. (“LCPI”).....	08-13900	10/5/2008
Lehman Brothers Commercial Corporation (“LBCC”)	08-13901	10/5/2008
BNC Mortgage LLC	09-10137	1/9/2009
Structured Asset Securities Corporation.....	09-10558	2/9/2009

The closing decree for LBCC, LBCS and SASCO (Docket no. 59383) was filed on January 10, 2019.

The following Debtors’ chapter 11 cases were closed in 2016 and 2018, pursuant to final decrees entered by the Bankruptcy Court (Docket No. 51920, No. 54163, and No. 58257):

	Case No.	Date Filed	Date Closed
LB 745 LLC.....	08-13600	9/16/2008	1/28/2016
PAMI Statler Arms LLC.....	08-13664	9/23/2008	1/28/2016
CES Aviation LLC	08-13905	10/5/2008	1/28/2016
CES Aviation V LLC.....	08-13906	10/5/2008	1/28/2016
CES Aviation IX LLC	08-13907	10/5/2008	1/28/2016
LB 2080 Kalakaua Owners LLC	09-12516	4/23/2009	1/28/2016
LB Somerset LLC	09-17503	12/22/2009	1/28/2016
LB Preferred Somerset LLC	09-17505	12/22/2009	1/28/2016
East Dover Limited.....	08-13908	10/5/2008	12/15/2016
Luxembourg Residential Properties Loan Finance S.a.r.l.....	09-10108	1/7/2009	12/15/2016
Merit LLC.....	09-17331	12/14/2009	12/15/2016
Lehman Brothers Derivative Products Inc. (“LBDP”)	08-13899	10/5/2008	06/14/2018
Lehman Brothers Financial Products Inc. (“LBFP”)	08-13902	10/5/2008	06/14/2018
Lehman Scottish Finance L.P.	08-13904	10/5/2008	06/14/2018
LB Rose Ranch LLC	09-10560	2/9/2009	06/14/2018

The Company has established an email address to receive questions from readers regarding its financial disclosures. The Company plans to review questions received, and for those subjects which the Company determines a response would not (i) violate a confidentiality provision, (ii) place the Company in a competitive or negotiation disadvantage, or (iii) be unduly burdensome relative to the value of information requested, the Company shall endeavor to post a response (maintaining the anonymity of the originators of the questions). The Company assumes no obligation to respond to email inquiries.

Please email questions, with document references as relevant, to:

QUESTIONS@lehmanholdings.com

The Company’s previously posted responses can be found on the Epiq website maintained for the Company:

www.lehman-docket.com under the Key Documents tab and the Responses to Questions Submitted category

**LEHMAN BROTHERS HOLDINGS INC. AND OTHER DEBTORS AND DEBTOR-CONTROLLED
ENTITIES**

BASIS OF PRESENTATION
SCHEDULE OF CASH RECEIPTS AND DISBURSEMENTS
DECEMBER 1, 2018 – DECEMBER 31, 2018

The information and data included in this December 2018 Post-Effective Operating Report (the “Operating Report”) are derived from sources available to Lehman Brothers Holdings Inc. (“LBHI”), as Plan Administrator, and its Controlled Entities (collectively, the “Company”). The term “Controlled Entities” refers to those entities that are directly or indirectly controlled by LBHI, and excludes, among others, those entities that are under separate administrations in the United States or abroad. LBHI and certain of its Controlled Entities filed for protection under Chapter 11 of the Bankruptcy Code, and those entities are referred to herein as the “Debtors”. The Debtors’ Chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure. LBHI has prepared this Operating Report, which includes certain information as required by the Office of the US Trustee, based on the information available to LBHI at this time, but notes that such information may be incomplete and may be materially deficient in certain respects. This Operating Report is not meant to be relied upon as a complete description of the Debtors, their business, condition (financial or otherwise), results of operations, prospects, assets or liabilities. LBHI reserves all rights to revise this report.

Other items:

1. This Operating Report is not prepared in accordance with U.S. generally accepted accounting principles (GAAP), is not audited and will not be subject to audit or review by the Company’s external auditors at any time in the future. Cash balances and activity denominated in foreign currencies have been converted to US Dollars.
2. Beginning and ending balances include demand deposits, interest-bearing deposits with banks, U.S. money-market funds, U.S. government obligations, and investment grade corporate bonds and commercial paper.
3. Beginning and ending cash balances are based on preliminary closing numbers and are subject to adjustment.

LEHMAN BROTHERS HOLDINGS INC. and other Debtors and Debtor-Controlled Entities

Pg 4 of 5

Schedule of Cash Receipts and Disbursements

December 1, 2018 - December 31, 2018

Unaudited (\$ in millions, foreign currencies reflected in USD equivalents)

	LBHI	LBSF	Debtors			Total	Debtor-Controlled Entities Total	Total Debtors and Debtor-Controlled Entities
	LBHI	LBSF	LCPI	Other	Total			
Beginning Free Cash and Investments (12/01/18)	\$ 74	\$ 12	\$ 13	\$ 13	\$ 112		\$ 58	\$ 170
Sources of Cash								
Commercial Real Estate	2	-	3	-	5	-	-	5
Loans (Corporate and Residential)	1	-	-	-	1	0	0	1
Private Equity / Principal Investing	0	-	-	-	0	9	9	9
Derivatives	-	1	-	-	1	-	-	1
Receipts from Affiliates	(a) 45	-	-	-	45	-	-	45
Other	(b) 20	0	0	0	21	0	0	21
Total Sources of Cash	69	1	3	0	72	9	9	81
Uses of Cash								
Non-Operating								
Commercial Real Estate	-	-	0	-	0	-	-	0
Private Equity / Principal Investing	(3)	-	-	-	(3)	-	-	(3)
Other	(c) (54)	-	(4)	-	(59)	-	-	(59)
Operating Expenses	(d) (6)	(0)	(0)	(0)	(6)	(0)	(0)	(6)
Other	(e) (63)	-	-	-	(63)	-	-	(63)
Total Uses of Cash	(126)	(0)	(4)	(0)	(131)	(0)	(0)	(131)
Total Cash From Operations	(58)	1	(1)	0	(58)	9	9	(50)
Post-Petition Inter-Company Receipts	1	-	2	-	3	1	1	4
Total Inter-Company Transfers Receipts	1	-	2	-	3	1	1	4
Post-Petition Inter-Company Disbursements	(3)	-	-	-	(3)	(1)	(1)	(4)
Total Inter-Company Transfers Disbursements	(3)	-	-	-	(3)	(1)	(1)	(4)
Plan Distributions	0	-	-	-	0	-	-	0
Payments to Creditors - Other	-	-	-	-	-	-	-	-
Total Payments to Creditors	0	-	-	-	0	-	-	0
Other	(0)	0	0	-	0	0	0	0
Reclass from/(to) Restricted Cash to Free Cash	67	1	3	(0)	71	-	-	71
Net changes in Free Cash and Investments	7	2	4	0	13	9	9	21
Ending Free Cash and Investments (12/31/18)	81	14	17	13	125	67	67	191
Beginning Restricted Cash (12/01/18)	266	29	16	8	318	14	14	333
Operating Expenses and Incentive Fees	(59)	(1)	(3)	0	(63)	-	-	(63)
Other	(8)	-	-	-	(8)	-	-	(8)
Net Changes in Restricted Cash	(67)	(1)	(3)	0	(71)	-	-	(71)
Ending Restricted Cash (12/31/18)	199	28	13	8	248	14	14	262
Beginning Total Cash and Investments (12/01/18)	339	41	29	21	430	72	72	503
Net changes in Free Cash and Investments	7	2	4	0	13	9	9	21
Net changes in Restricted Cash	(67)	(1)	(3)	0	(71)	-	-	(71)
Ending Total Cash and Investments (12/31/18)	\$ 280	\$ 42	\$ 30	\$ 21	\$ 372	\$ 81	\$ 81	\$ 453

All values that are exactly zero are shown as "-". Values between zero and \$0.5 million appear as "0".
Totals may not foot due to rounding.

LEHMAN BROTHERS HOLDINGS INC. and other Debtors and Debtor-Controlled Entities
Schedule of Cash Receipts and Disbursements
December 1, 2018 - December 31, 2018

Unaudited (\$)

Notes:

- (a) Receipts from Affiliates at LBHI primarily include \$43.5 million from Lehman Brothers (Luxembourg) S.A.
- (b) Other receipts primarily include a receipt of \$19.5 million related to the final redemption of preferred stock in Brookfield Global Real Estate Inc. (formerly Lehman Pass-Through Securities Inc.). Refer to the Quarterly Financial Report as of October 4, 2018 [Docket No. 59304] for further information.
- (c) Other non-operating disbursements at LBHI include (i) approximately \$46 million related to the repayment of loans to fund previous purchases of LBIE claims, and (ii) approximately \$8 million related to a settlement with LBI regarding pre-bankruptcy employee loans (see Docket No. 14801).
- (d) A portion of the Operating Expenses paid by LBHI is subject to allocations to, and reimbursement from, various Debtors and Debtor-Controlled Entities.
- (e) Other reflects the payment of Director Fees pursuant to the LBHI Board of Directors Incentive Compensation Plan (see Docket No. 44924 filed on June 30, 2014, for further information). A portion of these Director Fees will be allocated to and reimbursed by other Debtors.